

**UNITED STATES BANKRUPTCY COURT  
FOR THE WESTERN DISTRICT OF MICHIGAN**

In re:

BARFLY VENTURES, LLC, *et al*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 20-01947-jwb

Hon. James W. Boyd

Jointly Administered

**NOTICE OF FINAL APPLICATION OF JAFFE RAITT HEUER & WEISS, P.C. FOR  
COMPENSATION & REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE  
OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

Notice is hereby given that the following professional persons have made application to the United States Bankruptcy Court for the Western District of Michigan for allowance and payment of fees and expenses incurred for the period from November 1, 2020 through February 28, 2021, as listed below:

Professional (name and address):	Jaffe Raitt Heuer & Weiss, P.C. 27777 Franklin, Suite 2500 Southfield, MI 48034
Fees requested:	\$32,764.50
Expenses requested:	\$109.20
Fees and expenses previously allowed by Court:	\$117,864.29 in fees and \$482.32 in expenses pursuant to the Interim Fee Order

PLEASE NOTE: The application is available for public review at the Clerk's Office, One Division North, Grand Rapids, Michigan, Monday through Friday, from 8:00 a.m. – 4:00 p.m. No hearing will be set before the Court unless a written objection to this application is timely filed with the Clerk of the Bankruptcy Court. If you have any objection, you have 21 days from the date of

<sup>1</sup> The Debtors are: Barfly Ventures, LLC (8379), Barfly Management, LLC (6274), 9 Volt, LLC (d/b/a HopCat)(1129), 50 Amp Fuse, LLC (d/b/a Stella's Lounge)(3684), GRBC Holdings, LLC (d/b/a Grand Rapids Brewing Company)(2130), E L Brewpub, LLC (d/b/a HopCat East Lansing)(5334), HopCat-Ann Arbor, LLC (5229), HopCat-Chicago, LLC (7552), HopCat-Concessions, LLC (2597), HopCat-Detroit, LLC (8519), HopCat-GR Beltline, LLC (9149), HopCat-Holland, LLC (7132), HopCat-Indianapolis, LLC (d/b/a HopCat-Broad Ripple)(7970), HopCat-Kalamazoo, LLC (8992), HopCat-Kansas City, LLC (d/b/a HopCat-KC, LLC and Tikicat)(6242), HopCat-Lexington, LLC (6748), HopCat-Lincoln, LLC (2999), HopCat-Louisville, LLC (0252), HopCat-Madison, LLC (9108), HopCat-Minneapolis, LLC (8622), HopCat-Port St. Lucie, LLC (0616), HopCat-Royal Oak, LLC (1935), HopCat-St. Louis, LLC (6994), Luck of the Irish, LLC (d/b/a The Waldron Public House, LLC and McFadden's Restaurant Saloon)(4255).

service of this notice in which to file such written objection. If an objection is filed, a subsequent notice will be sent to you of the date, time and location of the hearing on the objection.

ANY OBJECTION MUST BE TIMELY FILED WITH:

United State Bankruptcy Court  
One Division North  
Grand Rapids, Michigan 49503

A COPY OF ANY OBJECTION MUST ALSO BE SENT TO:

Jaffe Raitt Heuer & Weiss, P.C.  
Attn: Paul R. Hage  
27777 Franklin, Suite 2500  
Southfield, Michigan 48034  
[phage@jaffelaw.com](mailto:phage@jaffelaw.com)

Respectfully submitted by,

**JAFFE RAIT HEUER & WEISS, P.C.**

By: /s/ Paul R. Hage  
Paul R. Hage (P70460)  
27777 Franklin Road, Suite 2500  
Southfield, MI 48034  
Phone: (248) 351-3000  
[phage@jaffelaw.com](mailto:phage@jaffelaw.com)

-and-

**SUGAR FELSENTAL GRAIS &  
HELSINGER, LLP**

Michael A. Brandess  
30 N. LaSalle Street, Suite 3000  
Chicago, IL 60602  
Phone: (312) 704-9400  
[mbrandess@sfggh.com](mailto:mbrandess@sfggh.com)

*Counsel to the Official Committee of Unsecured  
Creditors of Barfly Ventures, LLC et al.*

Dated: March 5, 2021.

**UNITED STATES BANKRUPTCY COURT  
FOR THE WESTERN DISTRICT OF MICHIGAN**

In re:

BARFLY VENTURES, LLC, *et al*,<sup>2</sup>

Debtors.

Chapter 11  
Case No. 20-01947-jwb  
Hon. James W. Boyd  
Jointly Administered

**FINAL APPLICATION OF JAFFE RAITT HEUER & WEISS, P.C.  
FOR COMPENSATION & REIMBURSEMENT OF EXPENSES AS  
COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

Jaffe Raitt Heuer & Weiss, P.C. (“Jaffe”), counsel to the Official Committee of Unsecured Creditors of Barfly Ventures, LLC (the “Committee”) appointed in the above-captioned chapter 11 cases, submits this final application (the “Fee Application”) for compensation for services rendered and reimbursement of expenses incurred as counsel to the Committee including: (i) final approval of \$118,346.61 in fees and expenses previously approved under the Interim Fee Order (as that term is defined below), and (ii) final approval of \$32,873.70 in fees and expenses incurred from November 1, 2020 through February 28, 2021 (the “Application Period”), pursuant to sections 330 and 331 of the Bankruptcy Code, Rule 2016 of the Federal Rules of Bankruptcy Procedure, Local Bankruptcy Rule 2016-2 and the *Order Establishing Procedures for Interim*

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<sup>2</sup> The Debtors are: Barfly Ventures, LLC (8379), Barfly Management, LLC (6274), 9 Volt, LLC (d/b/a HopCat)(1129), 50 Amp Fuse, LLC (d/b/a Stella’s Lounge)(3684), GRBC Holdings, LLC (d/b/a Grand Rapids Brewing Company)(2130), E L Brewpub, LLC (d/b/a HopCat East Lansing)(5334), HopCat-Ann Arbor, LLC (5229), HopCat-Chicago, LLC (7552), HopCat-Concessions, LLC (2597), HopCat-Detroit, LLC (8519), HopCat-GR Beltline, LLC (9149), HopCat-Holland, LLC (7132), HopCat-Indianapolis, LLC (d/b/a HopCat-Broad Ripple)(7970), HopCat-Kalamazoo, LLC (8992), HopCat-Kansas City, LLC (d/b/a HopCat,-KC, LLC and Tikicat)(6242), HopCat-Lexington, LLC (6748), HopCat-Lincoln, LLC (2999), HopCat-Louisville, LLC (0252), HopCat-Madison, LLC (9108), HopCat-Minneapolis, LLC (8622), HopCat-Port St. Lucie, LLC (0616), HopCat-Royal Oak, LLC (1935), HopCat-St. Louis, LLC (6994), Luck of the Irish, LLC (d/b/a The Waldron Public House, LLC and McFadden’s Restaurant Saloon)(4255).

*Compensation and Reimbursement of Expenses of Professionals* [Doc. No. 113] (the “Compensation Order”).<sup>3</sup> In support of this Fee Application, Jaffe states:

**Jurisdiction & Venue**

1. The Court has jurisdiction over this matter under 28 U.S.C. § 1334 and 28 U.S.C. § 157(a). This is a core proceeding under 28 U.S.C. § 157(b). Venue is proper in this District under 28 U.S.C. §§ 1408 and 1409. The statutory bases for the relief requested in this Fee Application are sections 330, 331 and 503(b)(2), Bankruptcy Rule 2016 and Local Bankruptcy Rule 2016-2.

**Background**

2. On June 3, 2020, Barfly Ventures, LLC and its affiliates (collectively, the “Debtors”) filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code. The Debtors continue to manage their remaining assets and financial affairs as debtors in possession.

3. The Office of the United States Trustee appointed the Committee on June 23, 2020 [Doc. No. 85].

4. The Court entered an order approving Jaffe’s employment as counsel for the Committee, retroactive to June 25, 2020, on August 10, 2020 [Doc. No. 232] (the “Employment Order”).

5. The Court entered the Compensation Order on June 30, 2020. The Compensation Order authorizes professionals retained in these cases, including Jaffe, to file with the Court and serve monthly statements of fees and expenses on parties identified in the Compensation Order.

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<sup>3</sup> The Bankruptcy Code is set forth in 11 U.S.C. §§ 101 *et seq.* Specific sections of the Bankruptcy Code are identified herein as “section \_\_\_\_.” Similarly, specific rules from the Federal Rules of Bankruptcy Procedure are identified herein as “Bankruptcy Rule \_\_\_\_” and specific rules from the Local Bankruptcy Rules of the United States Bankruptcy Court for the Western District of Michigan are identified herein as “Local Bankruptcy Rule \_\_\_\_.”

If no timely objections were filed, the Debtors were authorized to pay each professional 80% of the fees and 100% of the expenses requested in each monthly statement.

6. On October 21, 2020, the Court entered the *Amended Order (I) Authorizing the Sale of Substantially All of the Debtors' Assets Free and Clear of all Liens, Claims, Encumbrances, and Other Interests, (II) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unencumbered Leases, and (III) Granting Related Relief* [Doc No. 376] (the "Sale Order"). Among other things, the Sale Order established a Wind-Down Budget that contemplated payment in full of all professional fees anticipated to be incurred in these cases through conversion subject to certain caps. See Sale Order, at ¶ 33. The Sale Order also provided that, to the extent any funds allocated for payment of estate professionals' fees were not utilized in full prior to conversion of these cases, such funds would be returned to the Prepetition Secured Lenders. *Id.*

7. On December 30, 2020, the Court entered the *Order Approving First Application of Jaffe Raitt Heuer & Weiss, P.C. for Compensation & Reimbursement of Expenses as Counsel to the Official Committee of Unsecured Creditors* [Doc. No. 434] ("Interim Fee Order") wherein it granted Jaffe interim compensation in the amount of \$118,346.61 pursuant to section 331 for professional fees and expenses incurred in these cases through October 31, 2020.

#### **Request for Compensation**

8. By this Fee Application, Jaffe seeks final approval of the fees and expenses allowed and paid pursuant to the Interim Fee Order.

9. Additionally, in connection with professional services rendered to the Committee in these cases during the Application Period, Jaffe seeks allowance of an administrative expense pursuant to section 503(b)(2) in the amount of \$32,873.70, which consists of compensation in the

amount of \$32,764.50 and reimbursement of expenses incurred in the amount of \$109.20. The fees and expenses incurred by Jaffe during the Application Period are as follows:

Monthly Period	Fees	Expenses	Total Fees & Expenses	Fees & Expenses Paid Per Compensation Order	Outstanding Balance
November 2020	\$16,605.00	\$4.50	\$16,609.50	\$5,974.79	\$10,634.71
December 2020	\$8,100.00	\$38.30	\$8,138.30	\$0.00	\$8,138.30
January 2021	\$3,564.00	\$66.40	\$3,630.40	\$0.00	\$3,630.40
February 2021	\$4,495.50	\$0.00	\$4,495.50	\$0.00	\$4,495.50
<b>Total:</b>	<b>\$32,764.50</b>	<b>\$109.20</b>	<b>\$32,873.70</b>	<b>\$5,974.79</b>	<b>\$26,898.91</b>

10. Attached to this Fee Application as **Exhibits A-D**, are detailed monthly statements of the fees and expenses incurred during the Application Period (the “Monthly Statements”). The time described in the Monthly Statements represents the actual amount of time spent or, in certain instances, less than the actual amount of time spent by Jaffe attorneys and paralegals who rendered the services described. Certain time reflected in the Monthly Statements has been either reduced or “no-charged” by Jaffe to reduce the burden on the estates related to multiparty conferences or to other services deemed in hindsight to warrant adjustment.

11. Paul R. Hage is the only Jaffe professional who worked on these matters during the Application Period. At all times during the Application Period, his hourly rate was \$405. These rates are comparable to, or lower than, rates charged by other practitioners having the same level of experience, expertise, and standing for similar services. Jaffe consistently and consciously made every reasonable effort to represent the Committee in the most economical, efficient, and practical manner possible.

12. Jaffe professionals expended significant effort during the Application Period to ensure the successful administration of these chapter 11 cases. On behalf of the Committee, Jaffe assisted with the preparation and prosecution of a motion to substantively consolidate the Debtors’ bankruptcy estates and to convert these cases to chapter 7 upon completion of certain identified

milestones, investigated certain claims and causes of action belonging to the Debtors' estates and took efforts to preserve such claims and causes of action for the benefit of the chapter 7 trustee, and addressed various other issues consistent with their duties as counsel for the Committee. Accordingly, the time spent and expenses incurred during the Application Period were necessary and appropriate under the circumstances.

13. The services rendered by Jaffe during the Application Period are grouped into various categories, and the attorneys and paraprofessionals who rendered those services are identified—along with the number of hours spent by each individual and the total compensation sought for each category—in the attachments to this Fee Application. Brief descriptions of the services rendered by Jaffe during the Application Period, by category, follow:

***A. Asset Analysis***

Jaffe spent 9.6 hours analyzing and seeking to preserve potential causes of action belonging to the Debtors' estates which may be pursued by the chapter 7 trustee, once appointed. This includes time spent negotiating and obtaining extensions of the deadline for the Committee or the chapter 7 trustee to commence a non-dischargeability adversary proceeding in the chapter 11 case of the Debtors' affiliate, Mark Sellers; obtaining standing to file, and filing, claims in other affiliate bankruptcy cases; and reviewing filings in such cases.

***B. Asset Disposition***

Jaffe spent .3 hours addressing issues related to the Debtors' sale transaction, including review of the amended sale order as well as financing documents provided to the Committee pursuant to the global settlement of the Committee's sale objections.

***C. Case Administration***

Jaffe spent 36.7 hours related to the administration of the chapter 11 cases during the

Application Period. This category includes communicating with other estate professionals regarding the status of the cases, evaluating conversion alternatives, preparing and prosecuting a motion to substantively consolidate the Debtors' bankruptcy estates and to convert these cases to chapter 7 upon completion of certain identified milestones and evaluating various options for generating a distribution to general unsecured creditors.

***D. Claims***

Jaffe spent 7.7 hours during the Application Period reviewing the Debtors' schedules of assets and liabilities, reviewing claims filed in these chapter 11 cases and objecting to or otherwise addressing such claims.

***E. Committee Communications***

Jaffe spent .7 hours participating in meetings and otherwise communicating with Committee members and/or their counsel regarding case strategy and status during the Application Period.

***F. Executory Contracts***

Jaffe spent .1 hours during the Application Period addressing issues related to the rejection of executory contracts and unexpired leases in the chapter 11 cases.

***G. Fee Applications/Objections***

Jaffe spent 30.4 hours during the Application Period preparing, reviewing and serving monthly fee statements and interim and final fee applications submitted by Jaffe and other Committee and estate professionals in these chapter 11 cases and addressing related issues.

14. Jaffe submits that the compensation sought under this Fee Application represents a fair and reasonable amount for the services rendered during the Application Period, given the criteria set forth in section 330 for evaluating applications for compensation, namely:



- (A) the time spent on such services;
- (B) the rates charged for such services;
- (C) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
- (D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;
- (E) with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and
- (F) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3).

15. Detailed itemizations of all expenses incurred during the Application Period are set forth in the Monthly Statements. Expenses during the Application Period were incurred in the following categories:

***A. Photocopying***

As set forth in the Monthly Statements, Jaffe incurred copying and printing charges totaling \$42.15 during the Application Period. Jaffe charges clients \$0.10 per copy.

***B. PACER and CM/ECF Charges***

As set forth in the Monthly Statements, Jaffe incurred charges for use of the Court's PACER and CM/ECF system in the amount of \$66.40 during the Application Period.

***C. Postage Charges***

As set forth in the Monthly Statements, Jaffe incurred postage charges totaling \$0.65 during the Application Period.

16. All expenses incurred by Jaffe in connection with its representation of the Committee were ordinary and necessary expenses. All expenses billed to the estates were billed in the same manner Jaffe bills its non-bankruptcy clients. Jaffe does not bill its clients or seek

compensation in this Fee Application for certain overhead expenses, such as local and long-distance telephone calls, secretarial services and facsimile transmissions. Such expenses are factored into Jaffe's hourly rates.

17. Because there may be other actions that need to be taken prior to conversion of these cases in order to aid the soon to be appointed chapter 7 trustee in successfully maximizing the recovery to unsecured creditors, the professionals retained by the Committee may need to continue providing some services between the date of the filing of this Fee Application and the conversion date. It would be problematic if the Committee's professionals were obliged to cease all work following the filing of this Fee Application.

18. Accordingly, no later than eight days before they submit proposed orders approving their final fee applications, the Committee's professionals propose to file supplemental fee statements with any additional time or expenses incurred (each a "Supplemental Fee Statement" and, collectively, the "Supplemental Fee Statements") subsequent to the Application Period. The Committee professionals will serve the Supplemental Fee Statements on the notice parties set forth in the Compensation Order and such notice will provide that such parties shall have a period of seven days to file any objections to the Supplemental Fee Statements. If no objections are timely filed, then the fees and expenses set forth in the Supplemental Fee Statements will, subject to Court approval, likewise be deemed allowed on a final basis.

19. The Committee's professionals submit that the foregoing procedure is appropriate in this case because: (i) the Committee professionals estimate that the aggregate fees and expenses set forth on the Supplemental Fee Statements will be minimal, (ii) the funds to be utilized to pay amounts requested in the Supplemental Fee Statements are capped by the Wind-Down Budget, (iii) the funds to be utilized to pay amounts requested in the Supplemental Fee Statements will not

impact the estate because, pursuant to the Sale Order, any unused funds will be returned to the Prepetition Secured Lenders upon conversion of these cases, and (iv) any fees and expenses exceeding that cap set forth in the Wind-Down Budget will be voluntarily disallowed.

20. In compliance with Bankruptcy Rule 2002(a)(6), Local Bankruptcy Rule 2016-2(c), and the Compensation Order, Jaffe will provide notice of this Fee Application through the Court's ECF system to: (a) counsel for the Debtors; (b) the Office of the United States Trustee for the Western District of Michigan; and (c) parties who have filed a notice of appearance with the Clerk of the Court and requested notice of filings in these cases. Additionally, Jaffe will provide notice of this Fee Application, by electronic mail, to: (i) BarFly Ventures, LLC, c/o Mark A. Sellers, III, 35 Oakes Street, SW, Suite 400, Grand Rapids, Michigan 49503, email: mark@barflyventures.com; (ii) Pachulski Stang Ziehl & Jones LLP (Attn. John Lucas), 150 California Street, 15th Floor San Francisco, California 94111-4500, email: jlucas@pszjlaw.com; (iii) Warner Norcross + Judd LLP, 1500 Warner Building, 150 Ottawa Avenue, NW, Grand Rapids, Michigan 49503 (Attn. Elisabeth M. Von Eitzen), email: evoneitzen@wnj.com; (iv) the Office of the United States Trustee, 125 Ottawa Street, Suite 200R, Grand Rapids, Michigan 49503 (Attn. Michael Maggio), email: michael.v.maggio@usdoj.gov; (v) Rayman & Knight, 141 E Michigan Ave # 301, Kalamazoo, Michigan 49007 (Attn: Steve Rayman), email: slr@raymanknight.com; and (vi) Paul Hastings LLP, 71 South Wacker Drive, Suite 4500, Chicago, Illinois 60606 (Attn: Nathan S. Gimpel), email: nathangimpel@paulhastings.com. Jaffe submits that, in light of the nature of the relief requested, no other or further notice need be provided.

**WHEREFORE**, Jaffe respectfully requests that this Court enter an order substantially in the form attached as **Exhibit E** to this Fee Application:

- (a) Allowing and approving, on a final basis, the fees and expenses allowed and paid pursuant to the Interim Fee Order.
- (b) Allowing and approving, on a final basis, an administrative expense in the amount of \$32,873.70, consisting of \$32,764.50 for professional services rendered and \$109.20 for actual and necessary expenses incurred by Jaffe during the Application Period as the Committee's counsel;
- (c) Allowing and approving, on a final basis, an administrative expense for the fees and expenses set forth on any Supplemental Fee Statement filed by Jaffe;
- (d) Authorizing payment to Jaffe of all allowed fees and expenses not previously paid; and
- (e) Providing Jaffe with any additional relief as may be appropriate under the circumstances.

*Counsel for the Official Committee of Unsecured  
Creditors of Barfly Ventures, LLC*

**Exhibit A**  
**(November 2020 Monthly Fee Statement)**



27777 FRANKLIN ROAD, SUITE 2500 • P.O. BOX 5034 • SOUTHFIELD, MICHIGAN 48086-5034  
 PHONE 248.351.3000 • FAX 248.351.3082  
[www.jaffelaw.com](http://www.jaffelaw.com)

Official Committee of Unsecured Creditors of BaDecember 4, 2020  
 c/o Gordon Food Service, Inc.  
 Sharon Murphy - Director of Credit  
 1300 Gezon Parkway SW  
 Wyoming, MI 49509-9300

Invoice No. 469894

FOR LEGAL SERVICES RENDERED THROUGH NOVEMBER 30, 2020  
 AS ITEMIZED ON THE ATTACHED REPORT:

#### ASSET ANALYSIS

Total Fees	\$2,146.50
Total Costs	\$0.00
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Subtotal	\$2,146.50

#### ASSET DISPOSITION

Total Fees	\$121.50
Total Costs	\$0.00
	-----
Subtotal	\$121.50

#### CASE ADMINISTRATION

Total Fees	\$7,411.50
Total Costs	\$0.00
	-----
Subtotal	\$7,411.50

#### CLAIMS

Total Fees	\$1,255.50
Total Costs	\$0.00
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Subtotal	\$1,255.50

#### COMMITTEE COMMUNICATIONS

Total Fees	\$40.50
Total Costs	\$0.00
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Subtotal	\$40.50

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## DISBURSEMENTS

Total Fees	\$0.00
Total Costs	\$4.50
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Subtotal	\$4.50

## EXECUTORY CONTRACTS

Total Fees	\$40.50
Total Costs	\$0.00
	-----
Subtotal	\$40.50

## FEE APPLICATIONS / OBJECTIONS

Total Fees	\$5,589.00
Total Costs	\$0.00
	-----
Subtotal	\$5,589.00

TOTAL FEES THIS INVOICE	\$	16,605.00
TOTAL COSTS THIS INVOICE	\$	4.50
TOTAL AMOUNT DUE	\$	<u>16,609.50</u>

FED. TAX I.D. 38-1915036 TERMS: NET 30 DAYS

{J1}



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Official Committee of Unsecured Creditors of Barfly Ventures  
 ASSET ANALYSIS  
 \*\*OPEN FOR TIME ONLY\*\*

DATE	ATTY	SERVICE DESCRIPTION	HOURS	
11/05/20	PRH	DISCUSS LITIGATION STRATEGY WITH M. BRANDESS (.4). DISCUSS STIPULATION TO EXTEND 523 DEADLINE WITH J. PIGGINS (.3). PREPARE STIPULATION (1.2).	1.90	769.50
11/06/20	PRH	CORRESPONDENCE WITH M. BRANDESS AND J. PIGGINS RE SITPULATION TO EXTEND DISCHARGEABILITY DEADLINE (.2). ATTEND TO AUTHENTIKI AND MSSH DERIVATIVE STANDING STIPULATION (.4). REVIEW AND REVISE DISCHARGEABILITY STIPULATION BASED ON COMMENTS FROM J. PIGGINS (.7).	1.30	526.50
11/09/20	PRH	CORRESPONDENCE WITH J. PIGGINS AND M. BRANDESS RE DISCHARGEABILITY STIPULATION (.6). CORRESPONDENCE RE DERIVATIVE STANDING STIPULATION (.4). REVIEW SELLERS' BANKRUPTCY PLAN AND RELATED CORRESPONDENCE WITH M. BRANDESS (.4).	1.40	567.00
11/10/20	PRH	REVIEW ORDERS REGARDING INSIDER CAUSES OF ACTION. REVIEW SELLERS PLAN SCHEDULING ORDER.	.20	81.00
11/12/20	PRH	REVIEW REVISED SCHEDULING ORDER IN SELLERS BANKRUPTCY CASE.	.10	40.50
11/18/20	PRH	CORRESPONDENCE WITH M. BRANDESS RE HEARING ON SELLERS' DISCLOSURE STATEMENT (.2). REVIEW OBJECTIONS TO SELLERS MOTION TO PAY OUTSIDE PLAN (.1).	.30	121.50
11/19/20	PRH	CORRESPONDENCE WITH M. BRANDESS RE SELLERS DISCLOSURE STATEMENT HEARING.	.10	40.50

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TOTAL HOURS	5.30	FOR SERVICES RENDERED	\$	2146.50
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		MATTER TOTAL	\$	2146.50
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\*-----TIME AND FEE SUMMARY-----\*

*-----TIMEKEEPER-----*	RATE	HOURS	FEE
PAUL R. HAGE	405.00	5.30	2146.50
TOTALS		5.30	2146.50

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Official Committee of Unsecured Creditors of Barfly Ventures  
 ASSET DISPOSITION

DATE	ATTY	SERVICE DESCRIPTION	HOURS	
11/12/20	PRH	REVIEW NOTICE OF AMENDED SALE ORDER.	.10	40.50
11/16/20	PRH	REVIEW FINANCING DOCUMENT AND RELATED CORRESPONDENCE.	.20	81.00

TOTAL HOURS	0.30	FOR SERVICES RENDERED	\$	121.50
				-----
		MATTER TOTAL	\$	121.50

\*-----TIME AND FEE SUMMARY-----\*

*-----TIMEKEEPER-----*	RATE	HOURS	FEE
PAUL R. HAGE	405.00	.30	121.50
TOTALS		.30	121.50

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Official Committee of Unsecured Creditors of Barfly Ventures  
 CASE ADMINISTRATION

\*\*OPEN FOR TIME ONLY\*\*

DATE	ATTY	SERVICE DESCRIPTION	HOURS	
11/02/20	PRH	REVIEW CONVERSION/SUBSTANTIVE CONSOLIDATION MOTION (.7) AND RELATED CORRESPONDENCE WITH COMMITTEE PROFESSIONALS (.2).	.90	364.50
11/03/20	PRH	CORRESPONDENCE RE CONVERSION ISSUES WITH ESTATE PROFESSIONALS (.3). PHONE CALL AND CORRESPONDENCE WITH M. BRANDESS RE CONVERSION, SELECTION OF TRUSTEE (.5). PHONE CALL WITH M. STEVENSON RE SAME (.4). REVIEW DRAFT DECLARATION RE APPOINTMENT OF TRUSTEE (.2). VARIOUS CORRESPONDENCE REGARDING SCHEDULING OF A CALL TO INTERVIEW TRUSTEES (.7).	2.10	850.50
11/04/20	PRH	ATTEND INTERVIEW CALLS WITH PROSPECTIVE TRUSTEES (1.8). FOLLOW UP CALL WITH M. BRANDESS AND J. TORF (.4). REVIEW REVISED DRAFT OF MOTION TO CONVERT CASE AND DISCUSS ISSUES WITH M. BRANDESS (.9). REVISE DRAFT E-MAIL TO COMMITTEE (.2). REVIEW DRAFT OF CORRESPONDENCE TO J. LUCAS (.1).	3.40	1377.00
11/05/20	PRH	REVIEW REVISED CONVERSION MOTION (.1). RELATED CORRESPONDENCE WITH ESTATE PROFESSIONALS (.2). DISCUSS CONVERSION SUPPLEMENT WITH M. BRANDESS (.2).	.50	202.50
11/06/20	PRH	REVIEW AND REVISE DRAFT OF SUPPLEMENT TO CONVERSION MOTION (2.7). DISCUSS STRATEGY WITH M. BRANDESS (.2). PHONE CALL AND CORRESPONDENCE WITH COUNSEL FOR FSB RE TRUSTEE ELECTION (.4).	3.30	1336.50

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11/10/20 PRH CORRESPONDENCE RE TRUSTEE APPOINTMENT MOTION.	.10	40.50
11/12/20 PRH REVIEW REVISED DRAFT OF CONVERSION/SUBCON MOTION (.4). DISCUSS SAME WITH M. BRANDESS (.2). RELATED CORRESPONDENCE (.5). PHONE CALL WITH M. MAGGIO AND M. BRANDESS RE TRUSTEE ISSUES (.8). REVIEW SUPPLEMENT AND FOLLOW UP CORRESPONDENCE WITH M. MAGGIO (.6).	2.50	1012.50
11/13/20 PRH CORRESPONDENCE RE CONVERSION ISSUES (.2). REVIEW NOTICE OF HEARING AND RELATED CORRESPONDENCE (.1).	.30	121.50
11/16/20 PRH CORRESPONDENCE RE IMPACT OF STATE SHUTDOWN (.1). CORRESPONDENCE WITH M. BRANDESS RE TRUSTEE ISSUE (.1).	.20	81.00
11/17/20 PRH PHONE CALLS WITH M. BRANDESS AND M. MAGGIO RE UST APPOINTMENT ISSUE (.6). PHONE CALL WITH M. BRANDESS RE REMAINING ISSUES IN CASE (.3). REVIEW DRAFT LETTER TO UST (.2).	1.10	445.50
11/18/20 PRH ATTEND TO LETTER TO U.S. TRUSTEE (1.6). CALLS AND CORRESPONDENCE WITH M. BRANDESS RE VARIOUS OPEN ISSUES IN CASE (1.0).	2.60	1053.00
11/19/20 PRH CORRESPONDENCE WITH M. BRANDESS, J. TORF, J. LUCAS AND M. STEVENSON RE TRUSTEE APPOINTMENT.	.50	202.50
11/20/20 PRH CORRESPONDENCE REGARDING INTERIM TRUSTEE APPOINTMENT.	.20	81.00
11/30/20 PRH CORRESPONDENCE WITH J. TORF AND M. MAGGIO RE TRUSTEE APPOINTMENT ISSUE.	.60	243.00

TOTAL HOURS	18.30	FOR SERVICES RENDERED	\$	7411.50
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		MATTER TOTAL	\$	7411.50
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BARFLY VENTURES, ET AL, OFFICIAL COMMITTEE OF UN Dec 4, 2020 PAGE 8  
CLIENT NUMBER: UCCBAR  
INVOICE NO.: 469894

*-----TIME AND FEE SUMMARY-----*			
*-----TIMEKEEPER-----*	RATE	HOURS	FEE
PAUL R. HAGE	405.00	18.30	7411.50
TOTALS		18.30	7411.50

BARFLY VENTURES, ET AL, OFFICIAL COMMITTEE OF UN Dec 4, 2020 PAGE 9  
 CLIENT NUMBER: UCCBAR  
 INVOICE NO.: 469894

Official Committee of Unsecured Creditors of Barfly Ventures  
 CLAIMS

\*\*OPEN FOR TIME ONLY\*\*

DATE	ATTY	SERVICE DESCRIPTION	HOURS	
11/17/20	PRH	REVIEW UNTIMELY SELLERS PROOF OF CLAIM (.2). RELATED CORRESPONDENCE WITH M. BRANDESS AND J. TORF (.2).	.40	162.00
11/21/20	PRH	REVIEW AND REVISE OBJECTION TO SELLERS PROOF OF CLAIM.	1.60	648.00
11/23/20	PRH	DISCUSS SELLERS CLAIM OBJECTION STRATEGY WITH M. BRANDESS. REVIEW CORRESPONDENCE FROM J. PIGGINS RE M. SELLERS.	.30	121.50
11/25/20	PRH	REVIEW AMENDED PROOF OF CLAIM FILED BY M. SELLERS (.2). PHONE CALL WITH J. TORF AND M. BRANDESS RE OBJECTION STRATEGY (.5).	.70	283.50
11/30/20	PRH	REVIEW MICHIGAN DEPARTMENT OF TREASURY PRIORITY CLAIM. RELATED CORRESPONDENCE WITH M. BRANDESS.	.10	40.50
TOTAL HOURS		3.10	FOR SERVICES RENDERED	\$ 1255.50
				-----
MATTER TOTAL			\$	1255.50

BARFLY VENTURES, ET AL, OFFICIAL COMMITTEE OF UN Dec 4, 2020 PAGE 10  
CLIENT NUMBER: UCCBAR  
INVOICE NO.: 469894

\*-----TIME AND FEE SUMMARY-----\*

*-----TIMEKEEPER-----*	RATE	HOURS	FEE
PAUL R. HAGE	405.00	3.10	1255.50
TOTALS		3.10	1255.50



BARFLY VENTURES, ET AL, OFFICIAL COMMITTEE OF UN Dec 4, 2020 PAGE 11  
 CLIENT NUMBER: UCCBAR  
 INVOICE NO.: 469894

Official Committee of Unsecured Creditors of Barfly Ventures  
 COMMITTEE COMMUNICATIONS

\*\*OPEN FOR TIME ONLY\*\*

DATE	ATTY	SERVICE DESCRIPTION	HOURS	
11/04/20	PRH	CORRESPONDENCE WITH COMMITTEE MEMBERS REGARDING CONVERSION ISSUES.	.10	40.50

TOTAL HOURS	0.10	FOR SERVICES RENDERED	\$	40.50
				-----
MATTER TOTAL			\$	40.50

\*-----TIME AND FEE SUMMARY-----\*

*-----TIMEKEEPER-----*	RATE	HOURS	FEE
PAUL R. HAGE	405.00	.10	40.50
TOTALS		.10	40.50

BARFLY VENTURES, ET AL, OFFICIAL COMMITTEE OF UN Dec 4, 2020 PAGE 12  
CLIENT NUMBER: UCCBAR  
INVOICE NO.: 469894

Official Committee of Unsecured Creditors of Barfly Ventures  
DISBURSEMENTS  
\*\*OPEN FOR COST ONLY\*\*

\*\*\*\*\* DISBURSEMENTS \*\*\*\*\*

11/10/20 COPY EXPENSE # 2	3.00
11/25/20 COPY EXPENSE # 2	1.50
TOTAL DISBURSEMENTS.....\$	4.50
-----	
MATTER TOTAL	\$ 4.50

BARFLY VENTURES, ET AL, OFFICIAL COMMITTEE OF UN Dec 4, 2020 PAGE 13  
 CLIENT NUMBER: UCCBAR  
 INVOICE NO.: 469894

Official Committee of Unsecured Creditors of Barfly Ventures  
 EXECUTORY CONTRACTS  
 \*\*OPEN FOR TIME ONLY\*\*

DATE	ATTY	SERVICE DESCRIPTION	HOURS	
11/30/20	PRH	REVIEW ORDER REJECTING CONTRACTS.	.10	40.50
TOTAL HOURS		0.10	FOR SERVICES RENDERED	\$ 40.50
				-----
MATTER TOTAL			\$	40.50

*-----TIME AND FEE SUMMARY-----*			
*-----TIMEKEEPER-----*	RATE	HOURS	FEE
PAUL R. HAGE	405.00	.10	40.50
TOTALS		.10	40.50

BARFLY VENTURES, ET AL, OFFICIAL COMMITTEE OF UN Dec 4, 2020 PAGE 14  
 CLIENT NUMBER: UCCBAR  
 INVOICE NO.: 469894

Official Committee of Unsecured Creditors of Barfly Ventures  
 FEE APPLICATIONS / OBJECTIONS  
 \*\*OPEN FOR TIME ONLY\*\*

DATE	ATTY	SERVICE DESCRIPTION	HOURS	
11/02/20	PRH	CORRESPONDENCE RE COMMITTEE FEE STATEMENTS, APPLICATIONS.	.30	121.50
11/07/20	PRH	ATTENTION TO PREPARATION OF MONTHLY FEE STATEMENTS.	.50	202.50
11/10/20	PRH	ATTENTION TO MONTHLY FEE STATEMENTS FOR COMMITTEE PROFESSIONALS (.7). RELATED CORRESPONDENCE WITH COMMITTEE AND PROFESSIONALS (.2).	.90	364.50
11/12/20	PRH	FINALIZE, FILE AND SERVE MONTHLY FEE STATEMENTS.	.50	202.50
11/13/20	PRH	REVIEW ORDER RE MASTODON FEES.	.10	40.50
11/23/20	PRH	REVIEW DEBTOR PROFESSIONAL INTERIM FEE STATEMENTS.	.10	40.50
11/24/20	PRH	ATTEND TO COMMITTEE PROFESSIONAL FEE APPLICATIONS.	2.80	1134.00
11/25/20	PRH	ATTEND TO COMMITTEE PROFESSIONAL FEE APPLICATIONS.	6.90	2794.50
11/30/20	PRH	ATTEND TO AMHERST FEE APPLICATION (1.0). CORRESPONDENCE AND CALL WITH M. BRANDESS REGARDING SAME (.4). PREPARE E-MAIL TO COMMITTEE PROFESSIONALS SEEKING APPROVAL OF FEE APPLICATIONS (.3).	1.70	688.50

BARFLY VENTURES, ET AL, OFFICIAL COMMITTEE OF UN Dec 4, 2020 PAGE 15  
 CLIENT NUMBER: UCCBAR  
 INVOICE NO.: 469894

TOTAL HOURS	13.80	FOR SERVICES RENDERED	\$	5589.00
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MATTER TOTAL	\$	5589.00
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\*-----TIME AND FEE SUMMARY-----\*

*-----TIMEKEEPER-----*	RATE	HOURS	FEES
PAUL R. HAGE	405.00	13.80	5589.00
TOTALS		13.80	5589.00

**Exhibit B**  
**(December 2020 Monthly Fee Statement)**



27777 FRANKLIN ROAD, SUITE 2500 • P.O. BOX 5034 • SOUTHFIELD, MICHIGAN 48086-5034  
PHONE 248.351.3000 • FAX 248.351.3082  
www.jaffelaw.com

Official Committee of Unsecured Creditors of BaJanuary 12, 2021  
c/o Gordon Food Service, Inc.  
Sharon Murphy - Director of Credit  
1300 Gezon Parkway SW  
Wyoming, MI 49509-9300

Invoice No. 471331

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FOR LEGAL SERVICES RENDERED THROUGH DECEMBER 31, 2020  
AS ITEMIZED ON THE ATTACHED REPORT:

ASSET ANALYSIS

Total Fees	\$81.00
Total Costs	\$0.00
	-----
Subtotal	\$81.00

CASE ADMINISTRATION

Total Fees	\$4,414.50
Total Costs	\$0.00
	-----
Subtotal	\$4,414.50

CLAIMS

Total Fees	\$1,863.00
Total Costs	\$0.00
	-----
Subtotal	\$1,863.00

COMMITTEE COMMUNICATIONS

Total Fees	\$81.00
Total Costs	\$0.00
	-----
Subtotal	\$81.00

DISBURSEMENTS

Total Fees	\$0.00
Total Costs	\$38.30
	-----
Subtotal	\$38.30

BARFLY VENTURES, ET AL, OFFICIAL COMMITTEE OF UN Jan 12, 2021 PAGE 2  
CLIENT NUMBER: UCCBAR  
INVOICE NO.: 471331

FEE APPLICATIONS / OBJECTIONS

Total Fees	\$1,660.50
Total Costs	\$0.00
	-----
Subtotal	\$1,660.50

TOTAL FEES THIS INVOICE	\$	8,100.00
TOTAL COSTS THIS INVOICE	\$	38.30
TOTAL AMOUNT DUE	\$	<u>8,138.30</u>

FED. TAX I.D. 38-1915036 TERMS: NET 30 DAYS

{J1}



BARFLY VENTURES, ET AL, OFFICIAL COMMITTEE OF UN Jan 12, 2021 PAGE 3  
 CLIENT NUMBER: UCCBAR  
 INVOICE NO.: 471331

Official Committee of Unsecured Creditors of Barfly Ventures  
 ASSET ANALYSIS  
 \*\*OPEN FOR TIME ONLY\*\*

DATE	ATTY	SERVICE DESCRIPTION	HOURS
12/30/20	PRH	REVIEW CLAIM ADDENDUMS PREPARED BY M. BRANDESS.	.20 81.00

TOTAL HOURS	0.20	FOR SERVICES RENDERED	\$ 81.00
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MATTER TOTAL	\$ 81.00
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\*-----TIME AND FEE SUMMARY-----\*

*-----TIMEKEEPER-----*	RATE	HOURS	FEES
PAUL R. HAGE	405.00	.20	81.00
TOTALS		.20	81.00

BARFLY VENTURES, ET AL, OFFICIAL COMMITTEE OF UN Jan 12, 2021 PAGE 4  
 CLIENT NUMBER: UCCBAR  
 INVOICE NO.: 471331

Official Committee of Unsecured Creditors of Barfly Ventures  
 CASE ADMINISTRATION  
 \*\*OPEN FOR TIME ONLY\*\*

DATE	ATTY	SERVICE DESCRIPTION	HOURS	
12/01/20	PRH	PHONE CALL WITH M. BRANDESS RE TRUSTEE APPOINTMENT ISSUE (.4). FOLLOW UP CORRESPONDENCE TO M. MAGGIO (.1). DISCUSS CASE STRATEGY WITH M. MAGGIO (.4). CORRESPONDENCE WITH J. TORF (.1).	1.00	405.00
12/02/20	PRH	CORRESPONDENCE WITH M. BRANDESS RE TRUSTEE ISSUE.	.10	40.50
12/03/20	PRH	CORRESPONDENCE WITH M. BRANDESS RE OPEN ISSUES IN CASES.	.10	40.50
12/07/20	PRH	CORRESPONDENCE WITH M. BRANDESS AND M. MAGGIO RE APPOINTMENT OF EXAMINER IN BARFLY CASES (.2). FOLLOW UP PHONE CALL WITH M. MAGGIO (.3). REVIEW CONVERSION OBJECTION AND TRUSTEE APPOINTMENT MOTION FILED BY UST (.6). PHONE CALL WITH M. MAGGIO RE SAME (.2). FOLLOW UP CALLS AND CORRESPONDENCE WITH ESTATE PROFESSIONALS (1.3).	2.60	1053.00
12/08/20	PRH	REVIEW PROPOSED REVISED ORDER RE CONVERSION OF CASE AND RELATED NOTICE (.2). RELATED CORRESPONDENCE WITH ESTATE PROFESSIONALS (.2).	.40	162.00
12/09/20	PRH	REVIEW FILED NOTICE OF REVISED ORDERS (.2). DISCUSS HEARING STRATEGY WITH M. BRANDESS (.5). RELATED RESEARCH (.6). REVIEW OUTLINE FOR HEARING ARGUMENT AND RELATED CORRESPONDENCE WITH M. BRANDESS (.2).	1.50	607.50

BARFLY VENTURES, ET AL, OFFICIAL COMMITTEE OF UN Jan 12, 2021 PAGE 5  
 CLIENT NUMBER: UCCBAR  
 INVOICE NO.: 471331

12/10/20 PRH PREPARE FOR AND ATTEND HEARING ON CONVERSION, SUBSTANTIVE CONSOLIDATION (2.1). FOLLOW UP CALLS AND CORRESPONDENCE WITH M. BRANDESS (.3).	2.40	972.00
12/11/20 PRH CORRESPONDENCE AND CALL WITH M. BRANDESS RE CONVERSION, PLAN ISSUES.	.40	162.00
12/16/20 PRH REVIEW DRAFT OF LIDVALL DECLARATION.	.20	81.00
12/18/20 PRH REVIEW NOTICE RE HEARING ON CONVERSION MOTION (.1). REVIEW SIXTH CIRCUIT AUTHORITY ON SUBSTANTIVE CONSOLIDATION AND ATTEND TO RELATED DECLARATION (1.1). PHONE CALL WITH M. BRANDESS RE LITIGATION ISSUES (.3). REVIEW AMENDED SELLERS PLAN (.4).	1.90	769.50
12/21/20 PRH REVIEW REVISED LIDVALL DECLARATION. RELATED CORRESPONDENCE.	.20	81.00
12/23/20 PRH REVIEW FILED NEDVALL DECLARATION.	.10	40.50

TOTAL HOURS	10.90	FOR SERVICES RENDERED	\$	4414.50
				-----
		MATTER TOTAL	\$	4414.50

\*-----TIME AND FEE SUMMARY-----\*

*-----TIMEKEEPER-----*	RATE	HOURS	FEES
PAUL R. HAGE	405.00	10.90	4414.50
TOTALS		10.90	4414.50

BARFLY VENTURES, ET AL, OFFICIAL COMMITTEE OF UN Jan 12, 2021 PAGE 6  
 CLIENT NUMBER: UCCBAR  
 INVOICE NO.: 471331

Official Committee of Unsecured Creditors of Barfly Ventures  
 CLAIMS

\*\*OPEN FOR TIME ONLY\*\*

DATE	ATTY	SERVICE DESCRIPTION	HOURS	
12/02/20	PRH	REVIEW FILED GOVERNMENTAL CLAIMS.	.10	40.50
12/07/20	PRH	CORRESPONDENCE WITH M. BRANDESS RE SELLERS CLAIM ISSUES.	.10	40.50
12/21/20	PRH	ATTEND TO SELLERS CLAIM OBJECTION.	1.60	648.00
12/22/20	PRH	FINALIZE, FILE AND SERVE SELLERS CLAIM OBJECTION. REVIEW CORRESPONDENCE FROM J. PIGGINS.	.50	202.50
12/23/20	PRH	REVIEW CORRESPONDENCE FROM J. PIGGINS (.1). REVIEW SELLERS CLAIM AND PREPARE ANALYSIS OF RELATED ISSUES (1.2). PHONE CALL WITH M. BRANDESS RE SAME (.2).	1.50	607.50
12/24/20	PRH	CORRESPONDENCE AND CALL WITH M. BRANDESS RE CLAIM OBJECTION ISSUES.	.30	121.50
12/28/20	PRH	ATTENTION TO ISSUES RE SELLERS PROOF OF CLAIM.	.50	202.50
TOTAL HOURS		4.60	FOR SERVICES RENDERED	\$ 1863.00
				-----
MATTER TOTAL			\$	1863.00

BARFLY VENTURES, ET AL, OFFICIAL COMMITTEE OF UN Jan 12, 2021 PAGE 7  
CLIENT NUMBER: UCCBAR  
INVOICE NO.: 471331

*-----TIME AND FEE SUMMARY-----*			
*-----TIMEKEEPER-----*	RATE	HOURS	FEE\$
PAUL R. HAGE	405.00	4.60	1863.00
TOTALS		4.60	1863.00

BARFLY VENTURES, ET AL, OFFICIAL COMMITTEE OF UN Jan 12, 2021 PAGE 8  
 CLIENT NUMBER: UCCBAR  
 INVOICE NO.: 471331

Official Committee of Unsecured Creditors of Barfly Ventures  
 COMMITTEE COMMUNICATIONS

\*\*OPEN FOR TIME ONLY\*\*

DATE	ATTY	SERVICE DESCRIPTION	HOURS	
12/01/20	PRH	COMMUNICATIONS WITH COMMITTEE PROFESSIONALS RE FEE APPLICATIONS.	.10	40.50
12/28/20	PRH	CORRESPONDENCE WITH J. TORF RE VARIOUS ISSUES IN CASE.	.10	40.50

TOTAL HOURS	0.20	FOR SERVICES RENDERED	\$	81.00
				-----
MATTER TOTAL			\$	81.00

\*-----TIME AND FEE SUMMARY-----\*

*-----TIMEKEEPER-----*	RATE	HOURS	FEE
PAUL R. HAGE	405.00	.20	81.00
TOTALS		.20	81.00

BARFLY VENTURES, ET AL, OFFICIAL COMMITTEE OF UN Jan 12, 2021 PAGE 9  
CLIENT NUMBER: UCCBAR  
INVOICE NO.: 471331

Official Committee of Unsecured Creditors of Barfly Ventures  
DISBURSEMENTS  
\*\*OPEN FOR COST ONLY\*\*

\*\*\*\*\* DISBURSEMENTS \*\*\*\*\*

12/02/20 COPY EXPENSE # 2	35.25
12/08/20 COPY EXPENSE # 2	0.60
12/22/20 POSTAGE EXPENSE	0.65
12/22/20 COPY EXPENSE # 2	1.80
 TOTAL DISBURSEMENTS.....\$	 38.30
	-----
 MATTER TOTAL	 \$ 38.30

BARFLY VENTURES, ET AL, OFFICIAL COMMITTEE OF UN Jan 12, 2021 PAGE 10  
 CLIENT NUMBER: UCCBAR  
 INVOICE NO.: 471331

Official Committee of Unsecured Creditors of Barfly Ventures  
 FEE APPLICATIONS / OBJECTIONS  
 \*\*OPEN FOR TIME ONLY\*\*

DATE	ATTY	SERVICE DESCRIPTION	HOURS	
12/01/20	PRH	PHONE CALL WITH M. BRANDESS AND J. LUCAS REGARDING FEE APPLICATIONS.	.30	121.50
12/02/20	PRH	FINALIZE, FILE AND SERVE QUARTERLY FEE APPLICATIONS.	1.40	567.00
12/03/20	PRH	ATTENTION TO MONTHLY FEE STATEMENT.	.30	121.50
12/08/20	PRH	ATTEND TO MONTHLY FEE STATEMENTS (.3). RELATED CORRESPONDENCE WITH COMMITTEE MEMBERS (.1).	.40	162.00
12/11/20	PRH	FINALIZE, FILE AND SERVE MONTHLY FEE STATEMENTS.	.30	121.50
12/14/20	PRH	REVIEW MONTHLY FEE STATEMENTS FILED BY ESTATE PROFESSIONALS.	.10	40.50
12/24/20	PRH	PREPARE AND FILE CNR RE FEE APPLICATIONS.	1.20	486.00
12/30/20	PRH	REVIEW ORDER RE COMMITTEE FEE APPLICATIONS.	.10	40.50
TOTAL HOURS		4.10	FOR SERVICES RENDERED	\$ 1660.50
				-----
MATTER TOTAL			\$	1660.50



BARFLY VENTURES, ET AL, OFFICIAL COMMITTEE OF UN Jan 12, 2021 PAGE 11  
CLIENT NUMBER: UCCBAR  
INVOICE NO.: 471331

*-----TIME AND FEE SUMMARY-----*			
*-----TIMEKEEPER-----*	RATE	HOURS	FEES
PAUL R. HAGE	405.00	4.10	1660.50
TOTALS		4.10	1660.50

**Exhibit C**  
**(January 2021 Monthly Fee Statement)**



27777 FRANKLIN ROAD, SUITE 2500 • P.O. BOX 5034 • SOUTHFIELD, MICHIGAN 48086-5034  
PHONE 248.351.3000 • FAX 248.351.3082  
www.jaffelaw.com

Official Committee of Unsecured Creditors of BaFebruary 11, 2021  
c/o Gordon Food Service, Inc.  
Sharon Murphy - Director of Credit  
1300 Gezon Parkway SW  
Wyoming, MI 49509-9300

Invoice No. 472748

---

FOR LEGAL SERVICES RENDERED THROUGH JANUARY 31, 2021  
AS ITEMIZED ON THE ATTACHED REPORT:

ASSET ANALYSIS

Total Fees	\$972.00
Total Costs	\$0.00
	-----
Subtotal	\$972.00

CASE ADMINISTRATION

Total Fees	\$2,308.50
Total Costs	\$0.00
	-----
Subtotal	\$2,308.50

COMMITTEE COMMUNICATIONS

Total Fees	\$162.00
Total Costs	\$0.00
	-----
Subtotal	\$162.00

DISBURSEMENTS

Total Fees	\$0.00
Total Costs	\$66.40
	-----
Subtotal	\$66.40

FEE APPLICATIONS / OBJECTIONS

Total Fees	\$121.50
Total Costs	\$0.00
	-----
Subtotal	\$121.50

BARFLY VENTURES, ET AL, OFFICIAL COMMITTEE OF UN Feb 11, 2021 PAGE 2  
CLIENT NUMBER: UCCBAR  
INVOICE NO.: 472748

TOTAL FEES THIS INVOICE	\$	3,564.00
TOTAL COSTS THIS INVOICE	\$	66.40
TOTAL AMOUNT DUE	\$	<u>3,630.40</u>

FED. TAX I.D. 38-1915036 TERMS: NET 30 DAYS

{J1}

BARFLY VENTURES, ET AL, OFFICIAL COMMITTEE OF UN Feb 11, 2021 PAGE 3  
 CLIENT NUMBER: UCCBAR  
 INVOICE NO.: 472748

Official Committee of Unsecured Creditors of Barfly Ventures  
 ASSET ANALYSIS

\*\*OPEN FOR TIME ONLY\*\*

DATE	ATTY	SERVICE DESCRIPTION	HOURS	
01/25/21	PRH	CORRESPONDENCE WITH M. BRANDESS RE SELLERS STRATEGY.	.10	40.50
01/26/21	PRH	CORRESPONDENCE AND CALLS WITH M. BRANDESS RE SELLERS RELATED ISSUES (.6). ATTEND TO STIPULATION AND ORDER EXTENDING NON-DISCHARGEABILITY DEADLINE (.6). CORRESPONDENCE WITH J. PIGGINS AND M. BRANDESS RE SELLERS' CHAPTER 11 PLAN (.3).	1.50	607.50
01/28/21	PRH	PHONE CALL WITH J. PIGGINS RE SELLERS ISSUES (.2). PHONE CALL WITH M. BRANDRESS (.3). REVIEW DRAFT OF 2004 MOTION (.3).	.80	324.00
TOTAL HOURS		2.40	FOR SERVICES RENDERED	\$ 972.00
				-----
MATTER TOTAL			\$	972.00

\*-----TIME AND FEE SUMMARY-----\*

*-----TIMEKEEPER-----*	RATE	HOURS	FEES
PAUL R. HAGE	405.00	2.40	972.00
TOTALS		2.40	972.00

BARFLY VENTURES, ET AL, OFFICIAL COMMITTEE OF UN Feb 11, 2021 PAGE 4  
 CLIENT NUMBER: UCCBAR  
 INVOICE NO.: 472748

Official Committee of Unsecured Creditors of Barfly Ventures  
 CASE ADMINISTRATION  
 \*\*OPEN FOR TIME ONLY\*\*

DATE	ATTY	SERVICE DESCRIPTION	HOURS	
01/05/21	PRH	CORRESPONDENCE WITH M. BRANDESS RE VARIOUS MATTERS IN CASE.	.10	40.50
01/06/21	PRH	CORRESPONDENCE RE OPEN ISSUES IN CASE.	.10	40.50
01/07/21	PRH	PREPARE FOR AND ATTEND STATUS CONFERENCE/HARING ON SUBSTANTIVE CONSOLIDATION (1.7). FOLLOW UP CALL AND CORRESPONDENCE WITH M. BRANDESS (.5).	2.20	891.00
01/08/21	PRH	CONSIDER SELLERS RELATED ISSUES (.3). REVIEW SCHEDULING ORDER (.1).	.40	162.00
01/12/21	PRH	ATTEND BENCH OPINION RE SUBSTANTIVE CONSOLIDATION/CONVERSION MOTION.	.60	243.00
01/13/21	PRH	REVIEW PROPOSED CONSOLIDATION ORDER (.8). RELATED CORRESPONDENCE (.2).	1.00	405.00
01/14/21	PRH	CORRESPONDENCE RE SUBSTANTIVE CONSOLIDATION, DISMISSAL ORDER.	.20	81.00
01/19/21	PRH	CORRESPONDENCE RE STATUS OF SUBSTANTIVE CONSOLIDATION ORDER.	.20	81.00
01/25/21	PRH	PHONE CALL AND CORRESPONDENCE WITH M. MAGGIO RE SUBSTANTIVE CONSOLIDATION/DISMISSAL ORDER (.3). RELATED CORRESPONDENCE WITH ESTATE PROFESSIONALS (.1).	.40	162.00

BARFLY VENTURES, ET AL, OFFICIAL COMMITTEE OF UN Feb 11, 2021 PAGE 5  
 CLIENT NUMBER: UCCBAR  
 INVOICE NO.: 472748

01/26/21 PRH REVIEW NOTICE OF DEFECTIVE PROPOSED ORDER AND .50 202.50  
 RELATED CORRESPONDENCE WITH ESTATE  
 PROFESSIONALS (.3). REVIEW ENTERED ORDER AND  
 RELATED CORRESPONDENCE WITH COMMITTEE (.1).  
 CORRESPONDENCE WITH ESTATE PROFESSIONALS RE  
 STATUS OF CONVERSION MILESTONES (.1).

TOTAL HOURS	5.70	FOR SERVICES RENDERED	\$	2308.50
				-----
		MATTER TOTAL	\$	2308.50

\*-----TIME AND FEE SUMMARY-----\*

*-----TIMEKEEPER-----*	RATE	HOURS	FEES
PAUL R. HAGE	405.00	5.70	2308.50
TOTALS		5.70	2308.50

BARFLY VENTURES, ET AL, OFFICIAL COMMITTEE OF UN Feb 11, 2021 PAGE 6  
 CLIENT NUMBER: UCCBAR  
 INVOICE NO.: 472748

Official Committee of Unsecured Creditors of Barfly Ventures  
 COMMITTEE COMMUNICATIONS  
 \*\*OPEN FOR TIME ONLY\*\*

DATE	ATTY	SERVICE DESCRIPTION	HOURS	
01/13/21	PRH	CORRESPONDENCE WITH E. VONEITZEN RE CREDITOR INQUIRY.	.10	40.50
01/26/21	PRH	REVIEW CORRESPONDENCE TO COMMITTEE MEMBERS RE VARIOUS ISSUES IN CASE.	.10	40.50
01/27/21	PRH	CORRESPONDENCE WITH COMMITTEE MEMBERS RE MARK SELLERS ISSUES.	.20	81.00

TOTAL HOURS	0.40	FOR SERVICES RENDERED	\$	162.00
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MATTER TOTAL	\$	162.00
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\*-----TIME AND FEE SUMMARY-----\*

*-----TIMEKEEPER-----*	RATE	HOURS	FEE
PAUL R. HAGE	405.00	.40	162.00
TOTALS		.40	162.00



Official Committee of Unsecured Creditors of Barfly Ventures  
DISBURSEMENTS  
\*\*OPEN FOR COST ONLY\*\*

\*\*\*\*\* DISBURSEMENTS \*\*\*\*\*

12/23/20	PACER CHARGES	NET CHARGES	66.40
		TOTAL DISBURSEMENTS.....\$	66.40
			-----
		MATTER TOTAL	\$ 66.40

BARFLY VENTURES, ET AL, OFFICIAL COMMITTEE OF UN Feb 11, 2021 PAGE 8  
 CLIENT NUMBER: UCCBAR  
 INVOICE NO.: 472748

Official Committee of Unsecured Creditors of Barfly Ventures  
 FEE APPLICATIONS / OBJECTIONS  
 \*\*OPEN FOR TIME ONLY\*\*

DATE	ATTY	SERVICE DESCRIPTION	HOURS	
01/10/21	PRH	ATTEND TO MONTHLY FEE STATEMENT.	.30	121.50
TOTAL HOURS		0.30	FOR SERVICES RENDERED	\$ 121.50
				-----
MATTER TOTAL			\$	121.50

*-----TIME AND FEE SUMMARY-----*			
*-----TIMEKEEPER-----*	RATE	HOURS	FEE
PAUL R. HAGE	405.00	.30	121.50
TOTALS		.30	121.50

**Exhibit D**  
**(February 2021 Monthly Fee Statement)**



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 www.jaffelaw.com

Official Committee of Unsecured Creditors of BaMarch 3, 2021  
 c/o Gordon Food Service, Inc.  
 Sharon Murphy - Director of Credit  
 1300 Gezon Parkway SW  
 Wyoming, MI 49509-9300

Invoice No. 473794

FOR LEGAL SERVICES RENDERED THROUGH FEBRUARY 28, 2021  
 AS ITEMIZED ON THE ATTACHED REPORT:

ASSET ANALYSIS

Total Fees	\$688.50
Total Costs	\$0.00
	-----
Subtotal	\$688.50

CASE ADMINISTRATION

Total Fees	\$729.00
Total Costs	\$0.00
	-----
Subtotal	\$729.00

FEE APPLICATIONS / OBJECTIONS

Total Fees	\$3,078.00
Total Costs	\$0.00
	-----
Subtotal	\$3,078.00

TOTAL FEES THIS INVOICE	\$	4,495.50
TOTAL AMOUNT DUE	\$	----- 4,495.50

FED. TAX I.D. 38-1915036 TERMS: NET 30 DAYS

{J1}

BARFLY VENTURES, ET AL, OFFICIAL COMMITTEE OF UN Mar 3, 2021 PAGE 2  
 CLIENT NUMBER: UCCBAR  
 INVOICE NO.: 473794

Official Committee of Unsecured Creditors of Barfly Ventures  
 ASSET ANALYSIS  
 \*\*OPEN FOR TIME ONLY\*\*

DATE	ATTY	SERVICE DESCRIPTION	HOURS	
02/01/21	PRH	CORRESPONDENCE WITH J. PIGGINS AND M. BRANDESS RE SELLERS 523 STIPULATION (.3). FINALIZE AND FILE SAME (.3).	.60	243.00
02/02/21	PRH	REVIEW ORDER EXTENDING SELLERS 523 DEADLINE.	.10	40.50
02/17/21	PRH	REVIEW FILINGS IN SELLERS BANKRUPTCY CASE.	.10	40.50
02/19/21	PRH	REVIEW AMENDED PLAN AND OTHER FILINGS IN SELLERS BANKRUPTCY CASE (.2). RELATED CORRESPONDENCE WITH M. BRANDESS (.1).	.30	121.50
02/22/21	PRH	DISCUSS SELLERS PLAN ISSUES WITH M. BRANDESS (.1) AND J. PIGGINS (.2). FOLLOW UP CORRESPONDENCE (.1).	.40	162.00
02/26/21	PRH	CORRESPONDENCE WITH J. PIGGINS AND M. BRANDESS RE SELLERS PLAN AND REPORTING.	.20	81.00
TOTAL HOURS		1.70	FOR SERVICES RENDERED	\$ 688.50
				-----
MATTER TOTAL			\$	688.50

BARFLY VENTURES, ET AL, OFFICIAL COMMITTEE OF UN Mar 3, 2021 PAGE 3  
CLIENT NUMBER: UCCBAR  
INVOICE NO.: 473794

*-----TIME AND FEE SUMMARY-----*			
*-----TIMEKEEPER-----*	RATE	HOURS	FEE
PAUL R. HAGE	405.00	1.70	688.50
TOTALS		1.70	688.50

BARFLY VENTURES, ET AL, OFFICIAL COMMITTEE OF UN Mar 3, 2021 PAGE 4  
 CLIENT NUMBER: UCCBAR  
 INVOICE NO.: 473794

Official Committee of Unsecured Creditors of Barfly Ventures  
 CASE ADMINISTRATION  
 \*\*OPEN FOR TIME ONLY\*\*

DATE	ATTY	SERVICE DESCRIPTION	HOURS	
02/08/21	PRH	DISCUSS INSURANCE ISSUES WITH M. BRANDESS (.2). REVIEW RELATED CORRESPONDENCE (.1).	.30	121.50
02/25/21	PRH	CORRESPONDENCE WITH ESTATE PROFESSIONALS REGARDING VARIOUS CONVERSION ISSUES.	.80	324.00
02/26/21	PRH	CORRESPONDENCE WITH M. BRANDESS RE VARIOUS ISSUES IN CASE.	.60	243.00
02/27/21	PRH	CORRESPONDENCE RE TIMING FOR CONVERSION, FEE APPLICATIONS.	.10	40.50
TOTAL HOURS		1.80	FOR SERVICES RENDERED	\$ 729.00
				-----
MATTER TOTAL			\$	729.00

*-----TIME AND FEE SUMMARY-----*			
*-----TIMEKEEPER-----*	RATE	HOURS	FEEES
PAUL R. HAGE	405.00	1.80	729.00
TOTALS		1.80	729.00

BARFLY VENTURES, ET AL, OFFICIAL COMMITTEE OF UN Mar 3, 2021 PAGE 5  
 CLIENT NUMBER: UCCBAR  
 INVOICE NO.: 473794

Official Committee of Unsecured Creditors of Barfly Ventures  
 FEE APPLICATIONS / OBJECTIONS  
 \*\*OPEN FOR TIME ONLY\*\*

DATE	ATTY	SERVICE DESCRIPTION	HOURS	
02/05/21	PRH	ATTEND TO MONTHLY FEE STATEMENT.	.30	121.50
02/18/21	PRH	CORRESPONDENCE AND CALL RE FINAL FEE APPLICATIONS WITH J. LUCAS AND M. BRANDESS (.5). ATTENTION TO PREPARATION OF FINAL FEE APPLICATIONS FOR JAFFE AND SFGH.	4.20	1701.00
02/22/21	PRH	FINALIZE DRAFTS OF FINAL FEE APPLICATIONS (1.6). DISCUSS SAME WITH M. BRANDESS (.2).	1.80	729.00
02/25/21	PRH	ATTENTION TO FINAL FEE APPLICATIONS (1.2). RELATED CORRESPONDENCE WITH M. BRANDESS (.1).	1.30	526.50
TOTAL HOURS		7.60	FOR SERVICES RENDERED	\$ 3078.00
				-----
MATTER TOTAL			\$	3078.00

\*-----TIME AND FEE SUMMARY-----\*

*-----TIMEKEEPER-----*	RATE	HOURS	FEE
PAUL R. HAGE	405.00	7.60	3078.00
TOTALS		7.60	3078.00



**Exhibit E**  
**(Proposed Order)**

**UNITED STATES BANKRUPTCY COURT  
FOR THE WESTERN DISTRICT OF MICHIGAN**

In re:

BARFLY VENTURES, LLC, *et al*,<sup>4</sup>

Debtors.

Chapter 11

Case No. 20-01947-jwb

Hon. James W. Boyd

Jointly Administered

**ORDER APPROVING FINAL APPLICATION OF JAFFE RAITT HEUER & WEISS,  
P.C. FOR COMPENSATION & REIMBURSEMENT OF EXPENSES AS  
COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

This matter having come before the Court on the *Final Application of Jaffe Raitt Heuer & Weiss, P.C. for Compensation & Reimbursement of Expenses as Counsel to the Official Committee of Unsecured Creditors* (the “Fee Application”)<sup>5</sup> filed by Jaffe Raitt Heuer & Weiss, P.C. (“Jaffe”); notice of the Fee Application being sufficient and consistent with the Compensation Order; and no objections to the Fee Application having been filed:

**IT IS HEREBY ORDERED:**

1. The Fee Application is granted.
2. The fees and expenses allowed and paid pursuant to the Interim Fee Order are allowed and approved on a final basis.

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<sup>4</sup> The Debtors are: Barfly Ventures, LLC (8379), Barfly Management, LLC (6274), 9 Volt, LLC (d/b/a HopCat)(1129), 50 Amp Fuse, LLC (d/b/a Stella’s Lounge)(3684), GRBC Holdings, LLC (d/b/a Grand Rapids Brewing Company)(2130), E L Brewpub, LLC (d/b/a HopCat East Lansing)(5334), HopCat-Ann Arbor, LLC (5229), HopCat-Chicago, LLC (7552), HopCat-Concessions, LLC (2597), HopCat-Detroit, LLC (8519), HopCat-GR Beltline, LLC (9149), HopCat-Holland, LLC (7132), HopCat-Indianapolis, LLC (d/b/a HopCat-Broad Ripple)(7970), HopCat-Kalamazoo, LLC (8992), HopCat-Kansas City, LLC (d/b/a HopCat-KC, LLC and Tikicat)(6242), HopCat-Lexington, LLC (6748), HopCat-Lincoln, LLC (2999), HopCat-Louisville, LLC (0252), HopCat-Madison, LLC (9108), HopCat-Minneapolis, LLC (8622), HopCat-Port St. Lucie, LLC (0616), HopCat-Royal Oak, LLC (1935), HopCat-St. Louis, LLC (6994), Luck of the Irish, LLC (d/b/a The Waldron Public House, LLC and McFadden’s Restaurant Saloon)(4255).

<sup>5</sup> Capitalized terms not otherwise defined herein shall have the meaning given to them in the Fee Application.

3. Jaffe is granted an allowed administrative expense under section 503(b)(2) for professional fees and expenses incurred during the Application Period in the amount of \$32,764.50.

4. The fees and expenses set forth on the Supplemental Fee Statement filed by Jaffe are allowed and approved on a final basis.

5. The Debtors are authorized and directed to promptly pay to Jaffe the outstanding balance of the fees and expenses allowed under this Order.

6. This Court retains exclusive jurisdiction to resolve any dispute arising from or related to this Order.

**END OF ORDER**

*Order prepared and submitted by:*

JAFFE RAITT HEUER & WEISS, P.C.  
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Southfield, Michigan 48034  
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*Counsel for the Official Committee of Unsecured  
Creditors of Barfly Ventures, LLC et. al.*